

Topic: Online Name Availability
 Question by: Tom Wrosch
 Jurisdiction: Oregon
 Date: April 23, 2012

Jurisdiction	Question(s)
	<p>Oregon has had online filings for most new entities for a few years now, and we are looking to ramp up our efforts. Those of you who have online filing and use the distinguishable on the record standard, do you have filing officer review for name availability?</p> <p>If you do not, and name availability is automated, would you please send me a link to your rules on the matter?</p>
Manitoba	
Corporations Canada	
Alabama	
Alaska	
Arizona	<p>Arizona uses the distinguishable standard, and allows online filing for name reservations, and has an online name availability check.</p> <p>Name checking/reservations here: http://starpas.azcc.gov/scripts/cgiip.exe/WService=wsbroker1/eforms.p?form-number=CF0059</p> <p>Naming standards here: http://www.azcc.gov/divisions/corporations/filings/namingpolicy.asp</p>
Arkansas	
California	
Colorado	
Connecticut	
Delaware	

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District of Columbia	In the District of Columbia we have online registration for all entity types and use the same name standard. Web registration filings are submitted by customers and routed to filing officers (paralegals) for name approval and legal sufficiency.
Florida	Florida has examiner review of names for availability for online filings.
Georgia	
Hawaii	Hawaii has a substantially identical rule and a filing officer reviews names for availability.
Idaho	
Illinois	
Indiana	
Iowa	
Kansas	
Kentucky	
Louisiana	Louisiana does filing officer review before the online process is completed.
Maine	
Maryland	
Massachusetts	
Michigan	
Minnesota	See additional comments below
Mississippi	
Missouri	
Montana	
Nebraska	Nebraska is has a deceptively similar standard

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Nevada	<p>Nevada has a post process review of new entities filed online which includes a check on the name. We have a name algorithm that prevents duplications, restricted words etc., but we do a cursory check to ensure name is available for use; seldomly occurs.</p>
New Hampshire	
New Jersey	
New Mexico	
New York	
North Carolina	
North Dakota	
Ohio	
Oklahoma	<p>Oklahoma does filing officer review</p>
Oregon	<p>Washington does filing officer review – we would also like to automate that in the near future.</p>
Pennsylvania	
Rhode Island	
South Carolina	
South Dakota	
Tennessee	
Texas	<p>Texas uses the deceptively similar process and each name is reviewed by the filing officer.</p>
Utah	<p>Utah has an agent review the name. We, too, would like to find a way to automate that portion, but with statutes the way they are we have not yet done so.</p>

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Vermont	
Virginia	See additional comments below
Washington	
West Virginia	
Wisconsin	
Wyoming	

Additional comments:

MONTANA:

All,

Minnesota has rolled out LLCs and Assumed (Trade) Names online. These are our largest filing series. Name availability is fully automated and there is no filing officer review for those filings. The online filing process will be extended to the other major filing types in the future. Next to come online are business corporations.

Our portal to this process is at: <http://mblsportal.sos.state.mn.us/>

The rules for name availability are attached. We are on basically a one character difference rule.

The statutory authority for the Secretary to do this is at Minnesota Statutes, section 302A.115, subds. 1 and 3, and other similar language for other business types:

302A.115 CORPORATE NAME.

Subdivision 1.Requirements; prohibitions. The corporate name:

(a) Shall be in the English language or in any other language expressed in English letters or characters;

(b) Shall contain the word "corporation," "incorporated," or "limited," or shall contain an abbreviation of one or more of these words, or the word "company" or the abbreviation "Co." if that word or abbreviation is not immediately preceded by the word "and" or the character "&"

(c) Shall not contain a word or phrase that indicates or implies that it is incorporated for a purpose other than a legal business purpose

(d) **Shall be distinguishable upon the records in the Office of the Secretary of State from the name of each** domestic corporation, limited partnership, limited liability partnership, and limited liability company, whether profit or nonprofit, and each foreign corporation, limited partnership, limited liability partnership, and limited liability company on file, authorized or registered to do business in this state at the time of filing, whether profit or nonprofit, and each name the right to which is, at the time of incorporation, reserved as provided for in sections 5.35, 302A.117, 321.0109, 322B.125, or 333.001 to 333.54,

Subd. 3.Determination. The secretary of state shall determine whether a name is "distinguishable" from another name for purposes of this section and section 302A.117.

...

This gives the Secretary broad powers in the name availability arena.

Have a great IACA Convention.

Bert Black

Legal Advisor

Office of the Secretary of State of Minnesota

651-201-1326

VIRGINIA:

Virginia accepts online filings for new Virginia corporations and LLCs in real-time without human intervention, and we follow the distinguishable upon the records standard. We do not have a link to rules, but this is how it works.

There are 2 tests, one for name distinguishability and one for name “allowability.” Under name distinguishability, we remove business entity designations, noise words (e.g., “the”), punctuation, symbols and spaces, and derive a core name of letters and numbers. It’s the core name that has to be distinguishable from the core name of all other active business entities of record (excluding general partnerships), plus reserved names and names that had to be designated by a foreign qualified entity for use in Virginia (because its name was not available).

Under name allowability, we make sure the proposed name includes a requisite entity designation (e.g., LLC) and we disallow names that include a word (or root of a word) that would be unacceptable for a corporation or LLC whose purpose is to engage in general business activities (e.g., “bank”). The latter test is overly protective and can prohibit filings that are acceptable, but the customer’s recourse is to submit the articles on paper.

I plan to attend the IACA convention and will attempt to pull together the details of these algorithms for discussion at the BOS Roundtable on Wednesday, May 23.

Chuck Rogers
Principal Charter Examiner
Office of the Clerk
Virginia State Corporation Commission
(804) 371-9803

Full text of email:

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Thanks,

Tom

Too brief? Here's why!

<http://emailcharter.org>